

**United States Bankruptcy Court
District of Nevada**

In re Sierra Chemical Co.

Debtor(s)

Case No. 17-5019-btbChapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **David J. Kuzy**, declare under penalty of perjury that I am the **President** of **Sierra Chemical Co.**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the **30th** day of **August**, **2017**.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **David J. Kuzy, President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **David J. Kuzy, President** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **David J. Kuzy, President** of this Corporation is authorized and directed to employ **Stephen R. Harris and Barbara L. Yong**, attorneys and the law firms of **Harris Law Practice LLC** and **Golan Christie Taglia LLP** to represent the corporation in such bankruptcy case."

Date August 30, 2017Signed /s/ David J. Kuzy
David J. Kuzy

**ACTION BY CONSENT
OF THE SHAREHOLDER OF
SIERRA CHEMICAL CO.**

The undersigned, being the shareholder of **SIERRA CHEMICAL CO.**, a Nevada corporation, having not less than the minimum number of votes that would be necessary to authorize or to take action of a meeting of shareholders at which all members entitled to vote would be present, states as follows:

A. That five (5) day prior written notice of this action by consent has been waived by the shareholder entitled to vote; and

B. That **SIERRA CHEMICAL CO.** is facing a fiscal crisis resulting from economic pressures:

The undersigned hereby agrees that **SIERRA CHEMICAL CO.** shall file a petition for relief under Chapter 11 of the United States Bankruptcy Code; that David J. Kuzy shall have authority to sign any and all documents relating thereto.

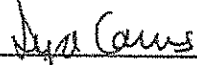
RESOLVED that:

A. **SIERRA CHEMICAL CO.** shall file a petition for relief under Chapter 11 of the United States Bankruptcy Code; and

B. David J. Kuzy is hereby given authority to sign any and all documents relating to the filing of a Chapter 11.

Dated this 29 day of August, 2017

CARUS HOLDINGS NEVADA, LLC



By: Inga Carus, Managing Member of
Carus Holdings Nevada, LLC

ACTION BY CONSENT
OF THE SOLE MEMBER OF
CARUS HOLDINGS NEVADA, LLC

The undersigned, being the sole member of CARUS HOLDINGS NEVADA, a limited liability company, having not less than the minimum number of votes that would be necessary to authorize or to take action of a meeting of members at which all members entitled to vote would be present, states as follows:

A. That five (5) day prior written notice of this action by consent has been waived by the members entitled to vote; and

B. That SIERRA CHEMICAL CO. is facing a fiscal crisis resulting from economic pressures:

The undersigned hereby agrees that CARUS HOLDINGS NEVADA, LLC authorizes SIERRA CHEMICAL CO. shall file a petition for relief under Chapter 11 of the United States Bankruptcy Code; that David J. Kuzy shall have authority to sign any and all documents relating thereto.

RESOLVED that:

A. CARUS HOLDINGS NEVADA, LLC authorizes SIERRA CHEMICAL CO. to file a petition for relief under Chapter 11 of the United States Bankruptcy Code; and

B. David J. Kuzy is hereby given authority to sign any and all documents relating to the filing of a Chapter 11.

Dated this 29 day of August, 2017

CARUS GROUP INC.


By: Inga Carus, Chairman of the Board

**ACTION BY CONSENT
OF THE SOLE SHAREHOLDER OF
CARUS GROUP INC.**

The undersigned, being the sole shareholder of CARUS GROUP INC., a Delaware corporation, having not less than the minimum number of votes that would be necessary to authorize or to take action of a meeting of shareholders at which all members entitled to vote would be present, states as follows:

A. That five (5) day prior written notice of this action by consent has been waived by the members entitled to vote; and

B. That SIERRA CHEMICAL CO. is facing a fiscal crisis resulting from economic pressures:

The undersigned hereby agrees that SIERRA CHEMICAL CO. shall file a petition for relief under Chapter 11 of the United States Bankruptcy Code; that David J. Kuzy shall have authority to sign any and all documents relating thereto.

RESOLVED that:

A. SIERRA CHEMICAL CO. shall file a petition for relief under Chapter 11 of the United States Bankruptcy Code; and

B. David J. Kuzy is hereby given authority to sign any and all documents relating to the filing of a Chapter 11.

Dated this 29 day of August, 2017

CARUS GROUP INC.



100% Voting Stockholder
Inga Carus, Living Trust dated May 3, 2001
By: Inga Carus, Trustee

Name, Address, Telephone No. & I.D. No.
 Stephen R. Harris
 6151 Lakeside Drive
 Suite 2100
 Reno, NV 89511
 775-786-7600
 001463

UNITED STATES BANKRUPTCY COURT
 District of Nevada

In Re
 SIERRA CHEMICAL CO.,

Debtor(s)

BANKRUPTCY NO. 17-51019-btb
 CHAPTER NO. 11

**DECLARATION RE: ELECTRONIC FILING OF PETITION
 SCHEDULES, STATEMENTS AND PLAN (if applicable)**

PART I - DECLARATION OF PETITIONER

I [We] David J. Kuzy, the undersigned debtor(s) hereby declare under penalty of perjury that the information I have given my attorney and the information provided in the electronically filed petition, statements, schedules, amendments and plan (if applicable) as indicated above is true and correct. I consent to my attorney filing my petition, this declaration, statements, schedules and plan (if applicable) as indicated above to the United States Bankruptcy Court. I understand that this DECLARATION RE: ELECTRONIC FILING is to be filed with the Clerk once all schedules have been filed electronically but, in no event, no later than 15 days following the date the petition was electronically filed. I understand that failure to file the signed original of this DECLARATION will cause my case to be dismissed pursuant to 11 U.S.C. § 707(a)(3) without further notice.

- ☐ If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 or 13. I am aware that I may proceed under chapter 7, 11, 12, or 13 of 11 United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7 or 13. I request relief in accordance with the chapter specified in this petition.
- ☒ [If petitioner is a corporation or partnership] I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter specified in this petition.

Dated: August 30, 2017

Signed: /s/ David J. Kuzy
 David J. Kuzy/President
 (Applicant)

PART II - DECLARATION OF ATTORNEY

I, the attorney for the petitioner named in the foregoing petition, declare that, I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Dated: August 30, 2017

Signed: /s/ Stephen R. Harris
 Stephen R. Harris
 Attorney for Debtor(s)